

**BYLAWS
OF
THE TRANSITION PLANNING COMMISSION**

**ARTICLE I
NAME, PURPOSE**

SECTION 1. The Shelby County Transition Planning Commission (hereinafter referred to as “Transition Planning Commission” or “Commission”) was created pursuant to Tenn. Code Ann. § 49-2-502(b), which became effective in Shelby County on October 1, 2011, pursuant to court orders entered by United States District Judge Samuel H. Mays, Jr. in the matter of *Board of Education of Shelby County, Tenn., v. Memphis City Bd. of Education*, U.S.D.C. No. 11-2110.

SECTION 2. The charge of the Shelby County Transition Planning Commission is to develop a comprehensive transition plan to guide the consolidation of the Shelby County School System with the Memphis City School System, which is to occur by the beginning of the school year in 2013. The comprehensive transition plan is to be submitted to the Tennessee Department of Education for review and comments, and to the Shelby County Board of Education, for consideration and approval as it deems appropriate.

SECTION 3. Pursuant to Tenn. Code Ann. § 49-2-1201(h)(2)(i), the Shelby County Transition Planning Commission, in developing the comprehensive transition plan, shall consider and provide for the following:

- (1) Administrative organization of the proposed consolidated system;
- (2) A method to ensure no diminution in the level of the educational service in the schools in any of the systems involved;
- (3) Appropriate means for the transfer of assets and liabilities of municipal and special school district systems;
- (4) Plans for disposition of existing bonded indebtedness that shall not impair the rights of any bondholder;
- (5) Plans for preserving the existing pension rights of all teachers and nonteaching personnel in the respective systems;
- (6) Plans for preserving the existing tenure rights, sick leave rights and salary schedule rights of all teachers and nonteaching personnel in the respective systems;
- (7) Appropriate plans for contributions by municipalities or special school districts to the county for the operation of a unified system of schools during the period of transition following unification, which period shall not exceed three (3) years;
- (8) Appropriate plans for reapportionment after each federal decennial census of districts for election of members of the school board; and
- (9) Any other matters deemed by the planning commission to be pertinent.

**ARTICLE II
MEMBERS**

SECTION 1. The Shelby County Transition Planning Commission shall consist of twenty-one (21) members. The county mayor shall appoint five (5) citizen members. The chair of the county board of education and the chair of the city board of education shall each appoint five (5) citizen members. The governor of the State of Tennessee, the speaker of the senate and the speaker of the house of representatives shall jointly appoint three (3) competent citizens to serve as members of the Transition Planning Commission. The county mayor, and the school board chairmen holding office as of October 1, 2011, shall each serve as *ex officio* voting members of the Transition Planning Commission.

SECTION 2. The term of office for members of the Shelby County Transition Planning Commission shall be for the duration of the existence of the Transition Planning Commission, and shall expire on September 1, 2013, or at an earlier date upon the completion of the comprehensive transition plan by the Transition Planning Commission and its adoption by the Shelby County School Board.

SECTION 3. Any vacancies occurring on the Transition Planning Commission shall be filled in the same manner in which the original appointment to the position which has become vacant was initially made.

ARTICLE III OFFICERS

SECTION 1. The Shelby County Transition Planning Commission members shall elect a Chairman, Vice Chairman, Secretary, and Treasurer at the first convened meeting, and annually thereafter, to serve a term of one (1) year.

SECTION 2. The Chairman shall preside at all Commission meetings and functions where he or she is present. The Vice Chairman shall assist the Chairman, and shall preside at all Commission meetings and functions when the Chairman is absent.

SECTION 3. The Treasurer shall have the care and custody of all funds of the Transition Planning Commission and shall deposit the same in the name of the Transition Planning Commission in such bank or banks as the Commission may select. The Treasurer shall maintain a record of all funds expended by, or on behalf of, the Commission.

SECTION 4. The Secretary shall maintain a true and accurate record of all meetings. The Secretary shall also maintain an accurate record of the Commission's activities in pursuit of the Commission's charge.

ARTICLE IV MEETINGS

SECTION 1. A quorum is required before Commission business may be transacted or motions

made or passed. A quorum of the Transition Planning Commission shall consist of a majority (eleven) of the members being in attendance. All matters will be deemed to be approved wherein a majority of the members present and voting yea or nay approve the matter. Members present who abstain or otherwise do not participate in the vote shall not be counted.

SECTION 2. The Commission shall meet at least one (1) time per calendar month. The dates and times of regular meetings will be scheduled by the Chairman after consulting with the Commission members. The Chairman shall notify Commission members in advance in writing (which may include electronic communication) of the location, dates, and times of regular Commission meetings.

SECTION 3. The Commission meetings shall be held in accordance with the Open Public Meetings law of the State of Tennessee. For purposes of complying with said law, forty-eight (48) hours is deemed adequate public notice.

SECTION 4. The Chairman may call a special meeting as circumstances may require, provided that Commissioners are provided with written notification of such special meeting. Compliance with the public notification requirements set forth herein is also required for any such special meeting.

ARTICLE V COMMITTEES

SECTION 1. The Chairman shall have the power to establish committees, appoint committee chairs, and to increase or decrease the membership of such committees as, in the chair's discretion, is deemed necessary to conduct the work of the Transition Planning Commission.

SECTION 2. Committees may be comprised of non-members of the Transition Planning Commission, provided, however, that each committee must include in its membership at least one member from the Transition Planning Commission.

SECTION 3. A quorum of any committee shall be two persons one of whom shall be a member. If a quorum is present, then actions adopted by that committee, without the necessity of a motion and a second, shall constitute the action of the committee for submission to the full Transition Planning Commission.

ARTICLE VI RULES

SECTION 1. Except as may be provided for in these bylaws, the rules contained in Robert's Rules

es of Order, Newly Revised (2011), shall govern the Commission in all cases to which they are applicable.

SECTION 2. These bylaws may be amended by submitting a written copy of the proposed amendment(s) at a Commission meeting. The proposed amendment must receive a second. Upon being seconded, the proposed amendment is open to discussion and amendment subject to the rules contained in Robert's Rules of Order. The proposed amendment will be voted upon at the next Commission meeting. The Secretary shall provide each member of the Commission with a written copy of the proposed amendment at least ten (10) days in advance of the vote.

ADOPTED: _____

Secretary _____